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Attorneys for Defendants
 Lexar Media, Inc., Eric B. Stang, and Brian T. McGee

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

In re LEXAR MEDIA, INC. SECURITIES
 LITIGATION

) Case No. C 04-2013 SC

) **STIPULATION AND ~~PROPOSED~~**
) **ORDER GRANTING DISMISSAL**

 This Document Relates to:
 ALL ACTIONS.

FENWICK & WEST LLP
 ATTORNEYS AT LAW
 SAN FRANCISCO

IT IS HEREBY STIPULATED, by and among plaintiffs and defendants Lexar Media, Inc., Eric B. Stang and Brian T. McGee (collectively, “defendants”), through their undersigned counsel of record, as follows:

WHEREAS, on August 30, 2004, this Court appointed The Mitchell Group as lead plaintiffs and Schiffrin & Barroway, LLP as lead counsel and Green & Jigarjian, LLP as liaison counsel;

WHEREAS, on October 29, 2004, plaintiffs filed a Consolidated Amended Class Action Complaint, and in response defendants subsequently filed a motion to dismiss;

WHEREAS, on July 5, 2005, this Court granted defendants’ motion to dismiss the Consolidated Amended Class Action Complaint on the grounds that it failed to state a claim, and gave plaintiffs the opportunity to file an amended complaint within thirty (30) days, if they chose to do so;

WHEREAS, plaintiffs have chosen not to file a further amended complaint, and the thirty-day period specified by the Court in which to amend has now expired;

Lead plaintiffs and defendants hereby agree as follows:

1. This action should be dismissed with prejudice; and
2. Each side will bear its own attorneys’ fees and costs incurred in this action.

DATED: September 1, 2005

FENWICK & WEST LLP

By /s/ Alice Jensen
Alice Jensen

Attorneys for Defendants
Lexar Media, Inc., Eric B. Stang and
Brian T. McGee

DATED: September 1, 2005

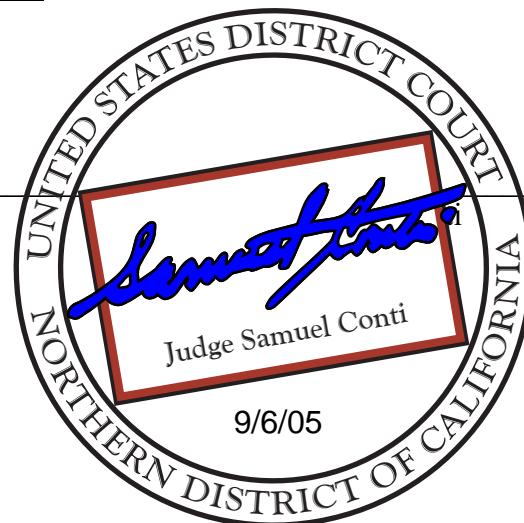
SCHIFFRIN & BARROWAY LLP

By /s/ Michael K. Yarnoff
Michael K. Yarnoff

Attorneys for Lead Plaintiffs
The Mitchell Group

ORDER

IT IS SO ORDERED.



FENWICK & WEST LLP
ATTORNEYS AT LAW
SAN FRANCISCO